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RECEIVED

JUL 27 2004

Federal Communications Commission
Office of Secretary

July 27, 2004

BY HAND DELIVERY

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, S.W.
Washington, D.C. 20554

Re: ***CC Docket No. 00-257***: Notification of Transfer of Subscribers from the
Allegiance Operating Subsidiaries of XO Communications, Inc. to XO
Communications Services, Inc. Pursuant to 47 C.F.R. Section 64.1120

Dear Secretary Dortch:

Enclosed please find an original and four (4) copies of the above-referenced notification. Also enclosed is a duplicate copy of this filing. Please date-stamp the duplicate upon receipt and return it in the envelope provided. Should you have any questions with respect to this matter, please contact Melissa Conway at (202) 955-9667.

Respectfully Submitted,


Melissa Conway

Enclosures

cc: Best Copy & Printing, Inc.

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Re: Notification of Transfer of Subscribers from the Allegiance Operating
Subsidiaries of XO Communications, Inc. to XO Communications
Services, Inc. – **CC Docket No. 00-257**

Dear Secretary Dortch:

Pursuant to Section 64.1120 of the Commission's rules, 47 C.F.R. § 64.1120, XO Communications Services, Inc. ("XO Communications"), by its attorneys, respectfully notifies the Commission that, in furtherance of an internal corporate reorganization undertaken by its parent corporation, XO Communications, Inc. ("XO"), XO Communications intends to acquire all of the customers of the Allegiance state operating subsidiaries ("Allegiance Subsidiaries")¹ of XO. XO Communications is complying with the Commission's rules and procedures governing compliance with section 258 of the Communications Act of 1934, as

¹ Allegiance Telecom of Arizona, Inc., Allegiance Telecom of California, Inc., Allegiance Telecom of Colorado, Inc., Allegiance Telecom of District of Columbia, Inc., Allegiance Telecom of Florida, Inc., Allegiance Telecom of Georgia, Inc., Allegiance Telecom of Illinois, Inc., Allegiance Telecom of Indiana, Inc., Allegiance Telecom of Maryland, Inc., Allegiance Telecom of Massachusetts, Inc., Allegiance Telecom of Michigan, Inc., Allegiance Telecom of Minnesota, Inc., Allegiance Telecom of Missouri, Inc., Allegiance Telecom of Nevada, Inc., Allegiance Telecom of New Jersey, Inc., Allegiance Telecom of New York, Inc., Allegiance Telecom of North Carolina, Inc., Allegiance Telecom of Ohio, Inc., Allegiance Telecom of Oklahoma, Inc., Allegiance Telecom of Oregon, Inc., Allegiance Telecom of Pennsylvania, Inc., Allegiance Telecom of Texas, Inc., Allegiance Telecom of Washington, Inc., Allegiance Telecom of Wisconsin, Inc., and Allegiance Telecom of Virginia, Inc.

BY HAND DELIVERY

Marlene H. Dortch, Secretary

July 27, 2004

Page Two

amended, including the provision of advanced written notice to all affected customers.² In conformity with Commission rules, XO Communications provides the following information:

Parties to the Transaction: The parties involved in the transaction are the Allegiance Subsidiaries listed in footnote 1 and XO Communications Services, Inc., the acquiring carrier. All the parties to the transaction are subsidiaries of XO Communications, Inc.

Types of Telecommunications Services Provided to the Affected Subscribers: The Allegiance Subsidiaries currently provide competitive local exchange, long distance (domestic and international), and data services to their subscribers. XO Communications will provide the same services to these subscribers.

Date of Transfer of the Subscribers to Acquiring Carrier: The Allegiance Subsidiaries intend to transfer all of their subscribers to XO Communications beginning 35 days after the date of the customer notification letter or as soon thereafter as all necessary regulatory approvals have been obtained.

Attached to this letter are (a) XO Communications' certification of compliance with the requirements of the Commission governing transfers of subscribers, and (b) a copy of the notice sent to the affected subscribers, as required under the rules.

Please contact the undersigned if you have any questions concerning this notification.

² As part of the internal corporate reorganization, XO Communications also will acquire all of the customers of XO Long Distance Services, Inc. and the XO state operating subsidiaries of XO ("XO Subsidiaries"). It is XO's position that compliance with the slamming requirements with respect to the customers being transferred from the XO Subsidiaries to XO Communications is not required because it is a pro forma transaction that is "invisible" to the affected customers. These customers will continue to see "XO" on their invoices and have the same contact number, they will continue to receive the same services at the same rates, terms and conditions, and they will continue to have XO and its management as their corporate parent. Indeed, providing notice to these customers would be confusing to them.

KELLEY DRYE & WARREN LLP

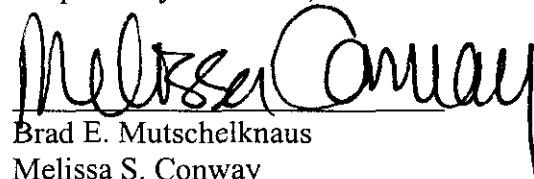
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Marlene H. Dortch, Secretary

July 27, 2004

Page Three

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Melissa Conway". The signature is written in a cursive, flowing style with a large initial "M" and a long, sweeping tail.

Brad E. Mutschelknaus

Melissa S. Conway

KELLEY DRYE & WARREN LLP

1200 19th Street, N.W., Suite 500

Washington, D.C. 20036

(202) 955-9600

Counsel for XO Communications, Inc. and
subsidiaries

Attachments

ATTACHMENT A
CERTIFICATION OF COMPLIANCE

CERTIFICATION OF XO COMMUNICATIONS SERVICES, INC.

The undersigned hereby certifies as follows:

1. I have read the foregoing document and hereby verify that the statements therein are true, complete and correct to the best of my knowledge.

2. In accordance with Section 64.1120(e) of the Commission's rules, 47 C.F.R. §64.1120, XO Communications Services, Inc. will comply with the required FCC procedures for the acquisition of all of the customers of the Allegiance Subsidiaries, including the provision of advanced written notice to all affected subscribers.

XO COMMUNICATIONS SERVICES, INC.

By: _____

Name: _____

Title: _____

Date: _____

Sworn and subscribed to before me this
23rd day of July 2004.

Notary Public

My Commission expires: 3/31/05



ATTACHMENT B

CUSTOMER NOTICE

<<INSERT DATE>>

IMPORTANT NOTICE REGARDING YOUR TELEPHONE SERVICE

Dear Allegiance Customer:

As you are most likely aware, XO Communications, Inc. recently acquired substantially all of the assets of Allegiance Telecom, Inc. – including control of your telecommunications service provider – in connection with the reorganization of Allegiance in its bankruptcy proceeding.

This notice is to advise you that XO, in an effort to streamline its corporate structure, is requesting regulatory approval to transfer your account and services to XO Communications Services, Inc. (an affiliate of your existing service provider) which will continue to provide you with quality telecommunications services.

No action on your part is required.

You will continue to use the same telephone numbers you currently do, and there will be no fees applied in connection with the transfer of your service. As an XO customer, you will continue to receive your services at the same rates, terms and conditions. Notice of any future changes in rates, terms and conditions of service will be provided to you as required by law.

XO anticipates that the date for the transfer may be as soon as thirty (30) days from the date of this letter (or soon thereafter) when the necessary regulatory approvals are obtained. At that time, Allegiance will no longer be your service provider. XO is confident that you will find that remaining with us is the smart choice to meet your needs; however, XO realizes that you have a choice of telecommunications carriers, and you may choose another carrier at any point. If you have not notified us that you have arranged with another carrier for service to commence on or before the date Allegiance discontinues its service, you will automatically become an XO customer. **If you have a term contract with Allegiance, you will still be responsible for any applicable early contract termination charges if you choose a service provider other than XO Communications.**

NOTE: If you have placed a "freeze" on your Allegiance services to prevent their unauthorized transfer to another carrier, it will be automatically lifted to implement the transfer to XO. At your request, XO can reestablish freeze protection for you after the transfer.

If you have any questions about the transfer of your service to XO or about XO in general, please visit www.xo.com or call 1.800.553.1989. For all questions regarding billing, repairs, service needs or complaints, please contact XO at 1.800.553.1989.

We look forward to serving you!

Cordially,

<<INSERT NAME>>

XO Communications